

Wendy's Co
Form 8-K
May 01, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 30, 2012

THE WENDY'S COMPANY
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-2207 (Commission File Number)	38-0471180 (IRS Employer Identification No.)
One Dave Thomas Blvd., Dublin, Ohio (Address of principal executive offices)		43017 (Zip Code)

Registrant's telephone number, including area code: (614) 764-3100

Not Applicable
(Former name or former address, if changed since last report.)

WENDY'S RESTAURANTS, LLC
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	333-161613 (Commission File Number)	38-0471180 (IRS Employer Identification No.)
One Dave Thomas Blvd., Dublin, Ohio (Address of principal executive offices)		43017 (Zip Code)

Registrant's telephone number, including area code: (614) 764-3100

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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“ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

“ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

“ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01

Other Events.

On April 30, 2012, The Wendy's Company (the "Company") announced that Wendy's Restaurants, LLC, its wholly-owned subsidiary ("Wendy's Restaurants"), amended the terms of its previously announced tender offer to purchase for cash any and all of its outstanding 10.00% Senior Notes due 2016 (the "Notes") (CUSIP No. 95058TAB3). Wendy's Restaurants is now offering to pay the total consideration, including the early tender premium/consent payment, to holders who validly tender their Notes and deliver their consents to certain proposed amendments to the indenture governing the Notes on or prior to the Expiration Date (as defined below).

On April 30, 2012, the Company also announced that, as of the early tender deadline of 5:00 p.m., New York City time, on April 30, 2012, Wendy's Restaurants has been advised by Global Bondholder Services Corporation, the depositary for the tender offer, that it has received tenders of \$95,701,000 aggregate principal amount, or approximately 16.9%, of the outstanding \$565,000,000 aggregate principal amount of Notes in connection with the tender offer. The tender offer is scheduled to expire at the end of the day, 12:00 midnight, New York City time, on May 14, 2012, unless extended or earlier terminated (the "Expiration Date").

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01.

Financial Statements and Exhibits.

(d)

Exhibits

Exhibit
Number

Description

99.1 Press release issued by The Wendy's Company on April 30, 2012.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE WENDY'S COMPANY

Date: May 1, 2012

By: /s/ Dana Klein
Dana Klein
Senior Vice President – Corporate
and Securities
Counsel, and Assistant Secretary

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WENDY'S RESTAURANTS, LLC

Date: May 1, 2012

By: /s/ Dana Klein
Dana Klein
Senior Vice President – Corporate
and Securities
Counsel, and Assistant Secretary

EXHIBIT INDEX

Exhibit Number	Description
<u>99.1</u>	<u>Press release issued by The Wendy's Company on April 30, 2012.</u>
